

RESOLUTIONS OF BOARD OF DIRECTORS
OF FEDERAL RESOURCES CORPORATION
ADOPTING PLAN OF MERGER

RESOLVED, that in the judgment of the Board of Directors of the Corporation, it is deemed advisable and for the benefit of the Corporation that it should merge Software Resources, Inc., a Utah corporation and a wholly-owned subsidiary of the Corporation into itself and that pursuant to Utah Code Annotated §16-10-70 and Nevada Revised Statutes §78.486, a plan of merger be, and it hereby is, formulated to effect such merger in accordance with the following resolutions:

RESOLVED, that the name of the subsidiary corporation is Software Resources, Inc., a Utah corporation, and the name of the surviving corporation is Federal Resources Corporation, a Nevada corporation duly authorized to do business in Utah; and further

RESOLVED, that there shall be no conversion of shares of the subsidiary corporation into shares of stock of the surviving corporation, or of any other corporation, or into cash or other property; and further

RESOLVED, that the articles of incorporation of the surviving corporation will not be affected by such merger; and further

RESOLVED, that, after providing for all proper debts of the subsidiary corporation, the remaining assets of the subsidiary corporation, be distributed to the surviving corporation.

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

FEB 22 1982

Filing Fee \$2500.00
BY: VanCott, Bagley
Cornwall & McCarthy
50 S Main St.
Salt Lake City, Utah
84144

~~THE UNDERSIGNED~~ FOR AMENDMENT TO ARTICLES OF INCORPORATION

OF

No. 11-95 FEDERAL RESOURCES CORPORATION

The undersigned, Joseph C. Bennett and John W. Losse, Jr., hereby certify:

1. That they are the President and Secretary, respectively, of Federal Resources Corporation.

2. That at a meeting of the board of directors of the corporation duly held at Salt Lake City, Utah, on July 16, 1981 the board duly approved and adopted the following amendment to the Articles of Incorporation:

ARTICLE II

FOURTH: The amount of the total authorized capital stock of the corporation is \$15,000,000, consisting of 30,000,000 shares of common stock, par value 50 cents per share.

Each holder of common stock shall be entitled to one vote in respect to each share of common stock held.

No holder of stock shall have any right, as such holder, to purchase or subscribe for or otherwise acquire any shares of stock, or any securities or obligations convertible into or any right or option to purchase, any shares of stock at any time hereafter issued or sold, but any and all such stock, obligations, rights and options may be issued and disposed of by the Board of Directors to such persons, firms, corporations and associations and for such lawful consideration, and on such terms, as the Board of Directors, in its discretion, may determine, without first offering the same or any thereof to the stockholders.

Without action by the stockholders, shares of stock may be issued by the Board of Directors from time to time for such consideration, not less than the par value thereof, and upon such terms as may be fixed from time to time by the Board of Directors and any and all such shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and not liable for any further assessment thereon for any purpose whatsoever, and the holders of such shares shall not be liable for any further call or assessment thereon or for any further payment thereon for any purpose whatsoever.

